

ITEL

RECORDATION NO. 14002-C Filed 1425

AUG 19 1985 - 12 25 PM

Itel Rail Corporation

INTERSTATE COMMERCE COMMISSION

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

July 30, 1985

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. **5-231A036**
Date **AUG 19 1985**
Fee \$ **10.00**
ICC Washington, D. C.

Dear Mr. Bayne:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Rail Corporation for filing and recordation under the Lease Agreement dated as of February 17, 1983 between Itel Corporation, Rail Division as predecessor in interest to Itel Rail Corporation and Soo Line Railroad which was filed with the I.C.C. on April 11, 1983 and given I.C.C. Recordation No. 14002, four counterparts of the following document:

Amendment No. 3 dated May 18, 1984 to the Lease Agreement dated February 17, 1983 between Itel Rail Corporation and Soo Line Railroad Company.

The names and addresses of the parties to the aforementioned are:

1. Soo Line Railroad Company
Soo Line Building
Box 530
Minneapolis, Minnesota 55440
2. Itel Rail Corporation
55 Francisco, 5th Floor
San Francisco, California 94133

ICC OFFICE OF
THE SECRETARY
AUG 19 12 37 PM '85
MOTOR OPERATING UNIT

The equipment covered by this Amendment is One (1) 70-ton, flush deck, FC flatcars bearing reporting mark SOO 54894.

Also enclosed is a check in the amount of \$10.00 for the required recording fee.

*Thank this
will be
14002-C*

Keenan Horton

CD

Mr. James H. Bayne, Secretary
July 30, 1985
Page Two

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be returned to the bearer of this document.

Sincerely,



Denise M. Bottarini
Senior Legal Assistant

DMB/vdv/51

cc: Howard Chabner
Robert S. Clark
J. Michael Kelly
Virginia Hanger

Interstate Commerce Commission
Washington, D.C. 20423

8/19/85

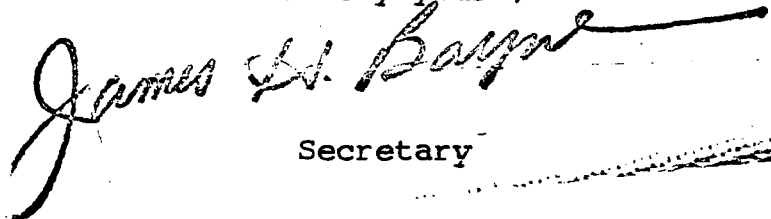
OFFICE OF THE SECRETARY

Denise M. Bottarini
Itel Rail Corporation
55 Francisco
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/19/85 at 12:25pm and assigned re-recording number(s). 14002-C

Sincerely yours,


Secretary

Enclosure(s)

L-0704
5/17/84

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INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3

THIS AMENDMENT NO. 3 (the "Amendment") to that certain Lease Agreement (the "Agreement") made as of February 17, 1983 between ITEL RAIL CORPORATION, as successor in interest to Itel Corporation, Rail Division ("Lessor") and SOO LINE RAILROAD COMPANY ("Lessee") is made this 18th day of May, 1984, between Lessor and Lessee.

WITNESSETH:

WHEREAS, Lessor and Lessee are parties to the Agreement, pursuant to which ^{One Hundred and Fifty One (151)} ~~two hundred (200)~~ flatcars ("Cars") bearing the reporting marks SOO 54694-54893 have been leased by Lessor to Lessee; and OPH-CCL
54843
500 54894 CCL

WHEREAS, Lessor and Lessee mutually desire to remove one (1) flatcar from the Agreement and replace such flatcar with another flatcar.

NOW, THEREFORE, in consideration of the promises and mutual covenants contained herein, the parties agree to amend the Agreement as follows:

1. All terms defined in the Agreement shall have their defined meanings when used in this Amendment.
2. Equipment Schedule No. 4, executed on May 24, 1983, shall be deleted in its entirety, and Amended Equipment Schedule No. 4, attached hereto, shall be substituted therefor.
3. Except as expressly modified by this Amendment, all terms and provisions of the Agreement shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed to constitute one and the same instrument.

ITEL RAIL CORPORATION

SOO LINE RAILROAD COMPANY

By: DP Hayes

By: E. E. Leary

Title: Acting President

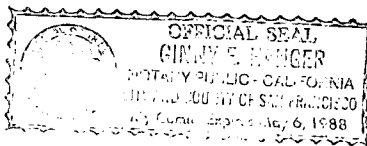
Title: V. P. Operations

Date: 11/9/84

Date: Oct 29 1984

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO) ss:

On this 9th day of November, 1984, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is Acting President of IteI Rail Corporation, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

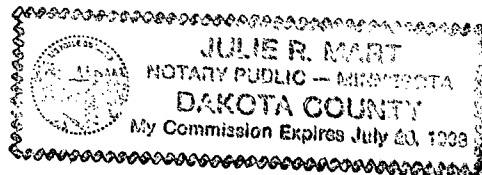


Ginny E. Hanger
Notary Public

STATE OF Minnesota)
)
COUNTY OF Dakota) ss:

On this 29th day of October, 1984, before me personally appeared C. C. Leary, to me personally known, who being by me duly sworn says that such person is V.P. - Operations of Soo Line Railroad Company, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie R. Mart
Notary Public



L-0704

AMENDED EQUIPMENT SCHEDULE NO. 4

Itel Rail Corporation hereby leases the following Car to Soo Line Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of February 17, 1983.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
FC	70-Ton Flush Deck Flatcar Mfg. by: Pullman Standard Built: 11/78-2/79 Lot #: 1016 AAR Type Code: P712 Handling Capabilities: (2) 45' trailers (dry van with 36" King Pin setting) or combination of 20'-40' containers.	SOO 54894	89'4"	N/A	N/A	N/A	1

ITEL RAIL CORPORATION

By: DP Hughes

Title: Acting President

Date: 11/9/84

SOO LINE RAILROAD COMPANY

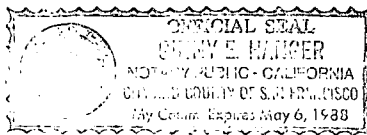
By: E E Hears

Title: V. p. Operations

Date: Oct 29, 1984

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 9th day of November, 1984, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is Acting President of Itel Rail Corporation, that the foregoing Amended Equipment Schedule No. 4 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Penny E. Hanger
Notary Public

STATE OF Minnesota)
) ss:
COUNTY OF Dakota)

On this 29th day of October, 1984, before me personally appeared C.C. Leary, to me personally known, who being by me duly sworn says that such person is VP - Operations of Soo Line Railroad Company, that the foregoing Amended Equipment Schedule No. 4 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Julie R. Mart
Notary Public

